

POWER OF ATTORNEY

On behalf of RAILPOWER TECHNOLOGIES CORP., a Canadian corporation having a principal place of business at Suite 202 - 50 Fell Avenue, North Vancouver, B.C. V7P 3S2, Canada being the assignee and owner of all right, title and interest in the invention entitled "DIRECT TURBOGENERATOR", for which application for Letters Patent of the United States has been made by , said application having been filed on April 28, 2005 , receiving Serial No. 10/533,402, and further identified as Attorney File No. 5107-15, I hereby appoint SHERIDAN ROSS P.C., 1560 Broadway, Suite 1200, Denver, Colorado 80202-5141, telephone number (303) 863-9700, Customer No. 22442, as attorneys and agents for RAILPOWER TECHNOLOGIES CORP. with full powers of substitution, association and revocation to prosecute the application and related U.S. and foreign applications and to transact all business in the United States Patent and Trademark Office and all foreign and international patent offices connected therewith.

Date: Nov 23, 2005

By: Frank Wegner Donnelly

Print Name: Frank Wegner Donnelly

Title: Chief Technology Officer